IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

INTERNATIONAL BUSINESS MACHINES CORPORATION,	)))	**TGF CEVGF 'RWDNE 'XGTUKQP**
Plaintiff,	))	
v.	))	C.A. No. 16-122-LPS-CJB
GROUPON, INC.,	))	
Defendant.	))	

DECLARATION OF ADAM M. LEWIN IN OPPOSITION TO IBM'S LETTER
REQUESTING LEAVE TO AMEND ITS COMPLAINT

I, Adam M. Lewin, declare that:

1.   I am an associate with the law firm of Fenwick & West LLP, counsel of record

for Defendant Groupon, Inc. ("Groupon") in the above-captioned matter, and I am admitted *pro*

hac vice to this Court. I submit this declaration based on personal knowledge, and, if called upon

as a witness, I could competently testify to the truth of each statement herein.

2.   I make this Declaration in opposition to IBM's Letter Requesting Leave to

Amend Its Complaint.

3.   Attached hereto as Exhibit 1 is a true and correct copy of a document produced by

IBM bearing bates numbers IBM-GROUPON00087694. (Filed Under Seal).

4.   Attached hereto as Exhibit 2 is a true and correct copy of a document produced by

IBM bearing bates numbers IBM-GROUPON00087726. (Filed Under Seal).

5.   Attached hereto as Exhibit 3 is a true and correct copy of a document produced by

IBM bearing bates numbers IBM-GROUPON00087719. (Filed Under Seal).

I declare under penalty of perjury under the laws of the United States of America that the

foregoing is true and correct.

Executed on May 30, 2017, in San Francisco, California.

/s/Adam M. Lewin
Adam M. Lewin

EXHIBIT 1

REDACTED IN ITS ENTIRETY

EXHIBIT 2

REDACTED IN ITS ENTIRETY

EXHIBIT 3

REDACTED IN ITS ENTIRETY